



NATIONAL ADULT PROTECTIVE
SERVICES ASSOCIATION

POLICIES AND PROCEDURES MANUAL[®]

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POLICIES

INTERNAL CONTROL POLICIES

NAPSA INTERNAL CONTROL POLICIES

Operating Guidelines

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CASH RECEIPTS

The bulk of receipts are received by mail at the **NAPSA** office located in Springfield, Illinois. The mail is opened by the Finance Manager. Checks are endorsed by the **Illinois National Bank** endorsement stamp for deposit in the **NAPSA** operating fund account at the **Illinois National Bank**.

CASH DISBURSEMENTS

All invoices and statements for purchases, services, travel and other expenses incurred will be reviewed for accuracy and approved for payment by the Executive Director. Payments will be processed either by online banking as established with the **Illinois National Bank** or manually by checks prepared by the Finance Manager and signed by the Executive Director.

Invoices or statements will have the date and approval of the Executive Director before payment and will be approved by the Board Treasurer after the fact. All original invoices will be mailed in batches to the Board Treasurer for a second approval and returned to the **NAPSA** offices in Springfield, Illinois for safekeeping and audit purposes. To avoid duplicate payments, the Treasurer will have online privileges to view and verify payments and will receive a monthly disbursement journal from the Finance Manager.

BANK STATEMENTS AND RECONCILIATION

Bank statements will be mailed to both the Executive Director and Board Treasurer by the **Illinois National Bank**. The copies will be opened upon receipt by the Executive Director for a review of the transactions, then signed, dated and forwarded to the Finance Manager for processing. The copies sent to the Board Treasurer should be initialed, dated and forwarded to the Springfield, Illinois office for filing. All copies will be maintained in Springfield, Illinois for audit purposes.

EMPLOYEE POLICY AND BENEFIT PLAN

NAPSA EMPLOYEE POLICY AND BENEFIT PLAN

Operating Guidelines

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National Adult Protective Services Association (NAPSA)

Employee Policy and Benefit Plan September 2013

This document sets forth the terms and conditions of employment as determined solely by the National Adult Protective Services Association (NAPSA). This document is not intended to be, nor does it constitute a contract of employment. It is understood that any employee of NAPSA is an employee at-will, which means that both NAPSA and the employee are free to terminate the employment relationship at any time for any non-statutorily prohibited reason.

I. Affirmative Action and Non-Discriminating Employer

The National Adult Protective Services Association (NAPSA) is an equal opportunity and affirmative action employer. It does not discriminate against any employee or applicant for employment because of race, creed, color, national origin, sex, sexual preference, marital status, religious ancestry, mental or physical handicap, or age.

II. Execution and Review of Personnel Policies

The Board of Directors has the responsibility to hire and oversee the performance of the NAPSA Executive Director. The Executive Director is responsible for implementing the Board-approved Personnel Policies and for NAPSA personnel decisions. The Executive Director, with the assistance of the Executive Committee, will review the personnel policies annually. When hiring a new employee, the Executive Director has the authority to negotiate specific benefits in these policies with the potential employee (e.g. provide additional vacation time in exchange for a lower salary) subject to Executive Committee approval.

Employees will be made aware of changes in Personnel Policies through staff memos or at staff meetings. If substantial changes are made as the result of the annual review, the Employee Policy & Benefit Plan will be redistributed. Each employee will sign a verification of receipt of the new policy. Verifications are maintained in each employee's personnel file held by the Executive Director.

III. Definition of Employee

A. Regular Full-Time Employee: A full-time employee is defined as an employee who normally works a full workweek of 40 hours per week, and whose employment is expected to continue for twelve (12) months or more, or an employee who normally works a full workweek of 40 hours per week and has been employed for twelve (12) consecutive months or more.

B. Regular Part-Time Employee: A regular part-time employee is defined as an employee who is expected to work fifty percent (50%) or more of the hours in a workweek of a regular full-time employee.

C. Consultant/Intermittent Employee: An intermittent employee is defined as an employee who is neither a regular full-time nor a regular part-time employee, and whose position has been designated as an intermittent and/or consultant position by the Executive Director.

IV. Conduct on the Job

Each employee is expected to demonstrate a high level of personal integrity in the performance of his or her job. This integrity includes, but is not limited to, respect for the dignity and rights of co-workers, Board members, NAPSA members, partnering agencies, funding agencies, clients, customers, and others with whom the employee has contact in the performance of duties. It also includes due diligence in the careful use of NAPSA resources and in the performance of duties. It is the employee's responsibility to understand and to adhere to all policies and procedures. All employees are encouraged to report any performance violations of their own or of others to their immediate supervisor or the Executive Director.

V. Job Description

An employee is expected to perform all tasks outlined in the job description that has been provided to him/her. Each employee is required to work independently and/or as a team member, each one assisting the others when necessary. A job description may evolve over time in response to changing program descriptions and demands, or in response to some special initiative undertaken with the approval of the Executive Director. Any time that an employee feels that the current job description does not adequately describe the tasks at hand, he or she should request a meeting with the Executive Director to explain how the job description should be revised. The job description shall be reviewed annually at the employee's annual review.

VI. Annual Employee Review

On an annual basis each employee will be constructively reviewed in the following areas: quantity and quality of work, speed and accuracy, general attitude including responsiveness to the Board and his/her supervisor's directions, initiative, judgment, ability to adapt to changes, sense of responsibility, respect for confidentiality, punctuality and attendance.

Annually, the Executive Director will review and document the performance of each staff member. The Board of Directors' Executive Committee will review and document the performance of the Executive Director.

Each employee review will be discussed with and signed by the employee on the appropriate form. Opportunity for an employee response will be given at the completion of each review and such response will become a part of the employee's personnel file.

VII. Normal Business Hours and Overtime Pay

The NAPSA workweek is 40 hours per week, and the NAPSA Office(s) will normally be open during regular business hours, defined as any eight (8) hours between 8:00 a.m.

and 6:00 p.m. The Executive Director has the discretion to permit flexibility in employee schedules to accommodate workload and personal preferences, provided the employee works 40 hours during a week. The Board must approve any changes to the Executive Director's regular work schedule. Schedule changes and approvals may be communicated by telephone, e-mail or fax.

Exempt employees, as defined by the US Department of Labor, are not eligible for overtime pay. Other staff, as defined by the US Department of Labor who are not exempt from wage and hour laws, shall be paid for authorized overtime and shall be paid at 1.5 times the regular rate of pay for hours worked in excess of forty (40) hours per week.

All overtime performed by a non-exempt employee must be approved in advance in writing by the Executive Director.

VIII. Paid Time Off

- **Personal Time:** Full-time or regular part-time employees will be awarded three personal days on January 1 of each year. These days will be pro-rated for the year if the employee is a part-time employee or is hired on or after January 1. If an employee has unused personal leave at the end of the year, or if the employee separates from service, this unused time is forfeited and the employee will not receive compensation for this time.
- **Sick Time:** Sick leave is a conditional benefit, and may be used for employee illness and medical appointments, as well as for sickness or medical needs in the employee's family. Employees will accrue sick leave credits at the rate of eight (8) hours per month, with a maximum allowable accrued benefit of twelve (12) weeks (480 hours). In a given year, a full-time employee can accrue up to 96 hours of sick time or up to two weeks and four days. If the employee is a regular part-time employee, the accrual rate will be pro-rated accordingly. If the employee takes time off the payroll without pay, the sick leave accrual rate may be affected. If an employee separates from service, any accrued sick time is forfeited and the employee will not receive compensation for this time.
- **Vacation Time:** The Executive Director accrues and receives credit for vacation leave at the rate of 13.33 hours per month, earning up to four weeks per year.

Other full-time regular employees will earn 6.67 hours per month if employed fewer than five years, earning up to a total of two weeks per year; 10 hours per month if employed more than five but fewer than ten years, earning up to three weeks per year. If a person is employed for ten years or more, he or she earns 13.33 hours per month, or up to four weeks of vacation per year. A part-time regular employee will earn vacation leave on a pro-rated basis. Employees accrue and receive credit for vacation leave at the end of each full calendar month worked.

Years of Creditable Service	40 hrs./wk.
Fewer than 5 years	6.67 hours per month
5 years but fewer than 10 years	10 hours per month
10 years or more	13.33 hours per month

Eighty (80) hours are the maximum vacation hours that an employee is allowed to accumulate and carry over at the end of the year. Vacation leave must be requested and approved in advance by the employee's supervisor. NAPSA will pay employees for accrued vacation time, not to exceed eighty hours, upon their termination of employment.

- **Holidays:** All employees have as paid holidays all federal holidays. An employee may request an alternate day off in lieu of the official holiday, to be approved by the Executive Director. The holidays observed are as follows:
 - New Year's Day
 - Martin Luther King Day
 - President's Day
 - Memorial Day
 - 4th of July
 - Labor Day
 - Columbus Day
 - Veteran's Day
 - Thanksgiving
 - Christmas Day

- **Bereavement Time:** Five (5) consecutive workdays of bereavement leave shall be granted to each employee upon the death of a member of his/her family. Bereavement leave must begin within five (5) calendar days of the date of death of the family member or the date of the funeral. The Employer may grant vacation or personal leave to extend the bereavement leave. Any uncovered time off will be taken without pay.

For the purpose of this section, family shall include: spouse, domestic partner (domestic partner is defined as one who stands in place of a spouse and who resides with the employee), child, grandchild, parents, grandparents, siblings, stepchild, step-parent, step-siblings, great-grandparents, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, legal guardian, or other person who stands in the place of a parent.

IX. Insurance and Retirement Plans

All employees are covered as legally required by Worker's Compensation Insurance. If an employee is injured on the job, the incident should be reported to the Executive Director immediately and an incident report submitted within 24 hours. If medical treatment is necessary, the injured employee should seek it. Within the required time frame, the employee will complete the forms required by the applicable state laws and/or the worker's compensation insurance company covering that employee.

X. Employee Health Insurance

NAPSA has established a Health Insurance Plan available to full-time employees who normally work at least 40 hours per week and who: 1) are at least 21 years of age, 2) are not covered by a collective bargaining unit, and 3) are not non-resident aliens.

NAPSA will provide the cost of the health insurance policy for the employee only. The percent of the cost provided by NAPSA will be determined on an annual basis by the

Executive Director. Coverage for the employee's dependents is the responsibility of the employee.

It is expected that the duration of the health insurance plan shall be for an indefinite period; however, the employer reserves the right to amend and terminate any of these plans for any reason at the sole discretion of the employer, by, or pursuant to a resolution of the Board of Directors. Employees shall be notified as required by law and the employer will make every attempt to provide advance notice so the employees can find alternate coverage.

XI. Retirement Plan

NAPSA has a Simplified Employee Pension (SEP) plan in place. Employees age 21 or over who have worked for NAPSA for at least one year and earned at least \$450 per year are eligible. By IRS regulations, NAPSA is not required to contribute to the SEP Plan every year, but will do so annually providing it has sufficient funds. NAPSA will contribute the same percentage to each employee's plan according to a written allocation formula. Budget constraints will be considered each year before the percentage is determined by the Executive Committee.

Contributions to a SEP will be made directly by NAPSA to the plan chosen by the employee. The plan must meet the requirements of Section 408(K) of the Internal Revenue Service Code of 1954. Such a plan is owned by the employee. The contribution will be pre-tax.

Employees may also contribute to their own IRA accounts, through the holder of their own plan, up to the maximum amount allowed by the IRS.

XII. Travel

Travel expenses will be reimbursed in accordance with NAPSA's Travel Policy.

XIII. Fiscal

The Executive Director will be responsible for overseeing NAPSA's budget, including approving all purchases from NAPSA funds, seeing that all funds are accounted for, and responsibly utilizing NAPSA resources to further the organization's goals.

Non-conference related expenditures in excess of \$1,000.00 shall be pre-approved by the Executive Committee.

The Treasurer, the Executive Director and the Finance Manager will develop internal controls to assure integrity and transparency in the handling of NAPSA funds. The Treasurer will approve all NAPSA payments made and will have online access to NAPSA's bank accounts and statements.

The Executive Director will be issued a NAPSA credit card, and he or she may approve a NAPSA credit card for other employees as necessary. The NAPSA credit card may be used only for NAPSA expenses, specifically for:

- NAPSA-related travel;
- Office equipment;
- Office supplies;

- Mailing costs;
- Organizational membership and conference fees;
- Organizational subscriptions;
- Other purchases approved by the Executive Committee.

Any employee using a NAPSA credit card must provide all receipts to the Executive Director or Finance Manager within the month the purchase is made. If an employee inadvertently or of necessity uses a NAPSA credit card for personal purposes, the employee must reimburse NAPSA for the amount within two weeks from the date of purchase. Recurring personal use of a NAPSA credit card is not permissible and will result in cancellation of the employee's card and/or other personnel action.

XIV. Audit

NAPSA shall be audited by a Certified Public Accountant annually. The audit report will be provided to every member of the NAPSA Board of Directors.

XV. Contractual Workers

The Executive Director may hire persons on contract to perform duties such as bookkeeping, auditing, legal work, representation in Washington, D.C., clerical tasks, computer (technical or web) related work, graphic design or similar work. If the contracted worker will function in an ongoing manner, or if his/her services will cost more than \$1,000.00, the Executive Committee must approve the contract and the amount to be paid.

XVI. Conflict of Interest/Confidentiality Policy and Whistleblower Protection

NAPSA employees, contractors and board members shall agree to and sign the NAPSA Conflict of Interest/Confidentiality Policy (Operating Guideline 100) and shall submit the signed form to the NASPA Office to keep on record.

Any NAPSA employee, contractor, board or committee member who witnesses or becomes aware of unethical or fraudulent activity on the part of any other NAPSA employee, contractor, board or committee member shall immediately report such activity to the Executive Director and to the President of the Board, which persons shall immediately investigate the matter and take appropriate action.

If the Executive Director is the person reported for unethical activity, the matter shall be reported to the Board President and the immediate Past President. If the Board President is the person reported, the matter shall be reported to the Executive Director and to the immediate Past President. In all cases the matter shall be reported to at least two persons within NAPSA, in descending order of their positions at the time of the report.

No person reporting such alleged unethical activity in good faith shall suffer any retaliation for making such a report. An employee or contractor who knowingly fails to report unethical activity of which he/she is aware may be subject to disciplinary action, up to and including dismissal.

NAPSA EMPLOYEE POLICY AND BENEFIT PLAN ACKNOWLEDGEMENT FORM

By my signature, I acknowledge that:

I have received a copy of the Employee Policy and Benefit Plan.

I am expected to read fully and understand and abide by the rules, policies, terms and conditions contained in the Employee Policy and Benefit Plan. It is my responsibility to seek clarification from the Executive Director if needed.

I understand that the Employee Policy and Benefit Plan is not a contract express or implied. No one other than the Executive Director has the right to enter into a contract with an employee and only then, in writing.

I understand that NAPSA reserves the right to modify the Employee Policy and Benefit Plan with or without notice, at any time, and to terminate the employment of any employee at its will.

EMPLOYEE NAME *(Please Print)*: _____

EMPLOYEE SIGNATURE: _____

EXECUTIVE DIRECTOR SIGNATURE: _____

DATE: _____

TRAVEL POLICY

NAPSA TRAVEL POLICY

Operating Guidelines

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NAPSA staff will be reimbursed for work-related travel expenses. NAPSA employees must use the most economical means of travel and lodging available, taking into account the employee's work responsibilities, schedule, convenience and safety. Travel expenses will be reimbursed at federal employee travel rates and regulations as posted at www.gsa.gov/perdiem except as otherwise noted below.

- **Transportation:**
 - Use of Personal Vehicle: Federal rate/mile;
 - Air or Train travel: Actual cost of lowest available fares meeting schedule needs;
 - Taxicabs: Actual cost of fare plus tip; receipt not required if under \$15.
 - Baggage Fees: Actual cost of baggage fees, if any; receipt required.
- **Lodging:** Actual cost based on lowest available rates and not to exceed conference rate where applicable.
- **Per Diem and meal costs:** Paid according to federal rates based on location.

Where meals are provided to the employee at a meeting or conference, the employee shall deduct the value of the meal from the per diem, using the meal values above. Alcoholic beverages shall not be reimbursed.

Travel expenses incurred by the employee shall be accurately reported on an expense report and given to the Finance Manager for processing.

CONFLICT OF INTEREST/CONFIDENTIALITY POLICY

NAPSA CONFLICT OF INTEREST/CONFIDENTIALITY POLICY

Operating Guidelines

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POLICY:

It is the policy of NAPSA that the Board of Directors, Officers, Committee and Work Group Members, and employees and consultants will:

- a. Disclose any activities that could result in a possible conflict of interest;
- b. Maintain confidentiality on all matters, which are sensitive or proprietary in nature within NAPSA.

PROCEDURE:

- 1.0 NAPSA requires an accounting of directors by means of a Conflict of Interest Statement. It is the responsibility of the Secretary to send the statement to the designated individuals to be updated annually.
- 2.0 Any individual having a conflict of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter. The minutes of the meeting should reflect that a disclosure was made and that an abstention from voting occurred.
- 3.0 Any conflict of interest or possible conflict of interest on the part of an individual should be disclosed to the Board of Directors and made a matter of record, either through the annual statement procedure or when the interest becomes a matter for the Board of Directors' action.
- 4.0 The foregoing requirement should not be construed as to prevent an individual from briefly stating his/her position in the matter, nor from answering pertinent questions of the Board of Directors' members, since his/her knowledge may be of great assistance.
- 5.0 When conflicts of interest are identified and the Board has completed its questioning of the individual, the Board will meet separately from the individual for any additional discussion, and to vote on the matter
- 6.0 The Board of Directors or designee shall review each completed statement and shall make such further investigation of possible conflicts of interest as it may determine appropriate. A report to the Board of Directors concerning such review and investigation will then be made.
- 7.0 A Conflict of Interest Statement and a Confidentiality Agreement will be signed by each member of the Board of Directors, by each NAPSA employee, and by anyone on contract with NAPSA as a paid consultant.

NAPSA CONFLICT OF INTEREST STATEMENT

No member of the NAPSA Board of Directors, Officers, Committees, Work Group Members, Ad Hoc Work Groups, Employees or Consultants shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation on the Board of Directors of NAPSA. Each individual shall disclose to NAPSA any personal interest that he/she may have in any matter(s) pending before NAPSA, and shall refrain from participation in any decisions on such matter(s).

Any member of the Board, Committee or Ad Hoc Work Group who is an officer, Board member, committee member, staff member of a client organization, or vendor of NAPSA, shall identify his or her affiliation with such agency or agencies; further, in connection with any committee or Board action specifically directed to that agency, he/she shall not participate in the decision affecting that agency, and the decision must be made and/or ratified by the full Board.

At this time I am a Board member, a committee member, an employee or a paid consultant of the following organizations:

I certify that I, except as described above and below, am not now, nor at any time during the past year have I been:

- 1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity, with any vendor, supplier, or other party doing business with NAPSA which has resulted or could result in personal benefit to myself or any member of my immediate family, unless the activity has been disclosed to, and approved by, the NAPSA Board of Directors or the Executive Committee acting in its stead.

- 2) A recipient, directly or indirectly, of any salary payments, consultant fees, loans or gifts of any kind, or any free service or discounts or other fees, from, or on behalf of any person or organization engaged in any transaction with NAPSA, nor has any member of my immediate family, that has not been fully disclosed to and approved by the Board of Directors or the Executive Committee acting in its stead.

Additionally, I certify that:

- 3) Neither I, nor any member of my immediate family renders directive, managerial, or consultative services to any outside concern that does business with NAPSA, or competes with the services of NAPSA, which has not been fully disclosed to and approved by the Board of Directors or the Executive Committee acting in its stead.
- 4) Neither I, nor any member of my immediate family has a financial or other relationship with any company or organization that furnishes consulting or professional services to NAPSA that has not been fully disclosed to and approved by the Board of Directors or the Executive Committee acting in its stead.
- 5) Neither I, nor any member of my immediate family has disclosed or used information relating to NAPSA's business for the personal profit or advantage of myself or any member of my immediate family.

Pursuant to the purposes and intent of NAPSA's Board of Directors requiring disclosure of certain interests, a copy of which has been furnished to me, I hereby state that I or members of my immediate family have the following affiliations of interest and have taken part in the following transactions that, when considered in conjunction with my position with or relation to NAPSA, might possibly constitute a conflict of interest.

I agree to report to the Secretary of the Board of Directors any changes in the responses to each of the foregoing questions that may result from changes in circumstances before completion of my term of office or contract.

NAME: _____

POSITION: _____

DATE: _____

NAPSA CONFIDENTIALITY AGREEMENT

The undersigned recognizes and agrees that the Board of Directors, Officers, Committee and Work Group Members, employees, consultants, and day to day work activities of NAPSA sometime involve matters which are sensitive in nature, and therefore, confidential and of a proprietary nature with NAPSA. Accordingly, the undersigned agrees, in connection with any and all participation at meetings of Board of Directors or committees or work groups of the Board, and in connection to any paid work for NAPSA, to maintain all information *specifically identified as confidential and proprietary* in strictest confidence, unless granted specific authorization to release or disclose information to third parties by the Board of Directors or its duly authorized representative, the President/Executive Director.

NAME: _____

POSITION: _____

STATE: _____

DATE: _____

BOARD OF DIRECTORS' ELECTIONS POLICY

NAPSA BOARD OF DIRECTORS' ELECTION POLICY

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POLICY:

When a vacancy occurs on NAPSA's Board of Directors as a result of a completed term, a search for candidates will be conducted, and an election by NAPSA Members will be held at the annual meeting of NAPSA, or through an electronic communication distributed to all members.

PROCEDURE:

- 1.0 The Past President will convene and chair the nominating committee, consisting of the Past President, President, President-Elect, and up to two additional Board members, as deemed necessary, in order to conduct a search and present a slate of recommended candidates for election by the Membership.
- 2.0 The committee will notify NAPSA's Membership of upcoming Board vacancies prior to the annual conference, and will include a description of the position's responsibilities, supply the proscribed application/nomination form, and invite interested members to apply or nominate another member to be considered as a candidate for the vacant position of his/her interest.
- 3.0 Those individuals who make nominations shall ensure that the nominated person is a member of NAPSA and wishes to be considered.
- 4.0 When the nominations are received by the committee, the committee will develop a list of qualifying questions to ask each candidate, and will determine which committee member will interview which candidate.
- 5.0 When all interviews have been conducted, the committee will meet to review the information obtained by committee members, and will determine the top candidate(s) for the position(s) to be vacated.
- 6.0 The committee will notify the candidate(s) of the committee's determination.
- 7.0 The Past President will prepare the draft election slate, recommending the top candidate(s) to the Board, and request a vote of approval to present the slate to the Membership for election at the annual conference.
- 8.0 After the Board vote, the committee will notify the candidate(s) of the outcome.
- 9.0 The Past President will present the Board-approved slate to the NAPSA Membership at the annual conference, and request an affirmative vote.

- 10.0 The Past President will notify the NAPSA Membership of the new Board member(s), and include each Board member's biographical and contact information.

- 11.0 If the election must be conducted through an electronic communication, the President will ensure that the communication is distributed to all NAPSA Members.

BOARD OF DIRECTORS' VACANCY APPOINTMENT POLICY

NAPSA BOARD OF DIRECTORS' VACANCY APPOINTMENT POLICY

Operating Guidelines

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POLICY:

When a vacancy occurs on NAPSA's Board of Directors prior to the completion of the incumbent's term, it shall be filled for the unexpired term by majority vote of the remaining Board members.

PROCEDURE:

- 1.0 The Past President will convene and chair the nominating committee, consisting of the Past President, President, President-Elect, and up to two additional Board members as deemed necessary.
- 2.0 The committee will request nominations from the remaining Board members, of individuals to be considered to fill the vacancy.
 - 2.1 The committee may consider previously qualified applicants/nominations for a particular position.
- 3.0 Board members who make nominations shall ensure that the nominated individual(s) is a member of NAPSA and wishes to be considered.
- 4.0 When the nominations are received by the committee, the committee will develop a list of qualifying questions to ask each candidate, and will determine which committee member will interview which candidate.
- 5.0 When all interviews have been conducted, the committee will meet to review the information obtained by committee members and determine the top candidate(s).
- 6.0 The committee will notify the candidate(s) of the committee's determination.
- 7.0 The Past President will recommend the top candidate(s) to the Board, and request a vote of approval by the Board members.
- 8.0 After the Board vote, the committee will notify the candidate(s) of the outcome.
- 9.0 The Past President will notify the NAPSA Membership of the new Board member(s), and include each Board member's biographical and contact information.

ANNUAL MEMBERSHIP POLICY

NAPSA ANNUAL MEMBERSHIP POLICY

Operating Guidelines

Number: 106

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POLICY:

NAPSA memberships are paid on a one, two or three year basis as preferred by the member or organization. Both individual and organizational memberships are available. Individual memberships consist of four tiers: direct service worker, retiree, or law enforcement; supervisor or other professional; administrator; and full-time student. It is at the individual member's discretion to determine the level at which he/she acquires membership. Organizational memberships are priced according to number of members at the following seven tiers: ≤ 6, 7-10, 11-15, 16-19, 20-40, 41-99 and 100+. Members may elect to allow their contact information be made available to other members only when explicit permission is obtained to do so at the time of initial membership.

Rates for membership are reviewed biannually in January and any changes to such are set forth by the Executive Director and approved by the Board of Directors. All members qualify for reduced annual conference registration fees and other membership benefits. Organizational members qualify for these reduced fees only for the employees who are designated with their group membership.

Memberships are renewed on a "rolling" basis and expire one year from the date that the membership was established. Committee and Board of Directors members are expected to be current with their NAPSA memberships.

PROCEDURE:

- 1.0 Applicants may establish membership via the NAPSA website form or via mail using the current printable membership form.
- 2.0 New members are contacted to acquire any information missing from the application and/or to collect additional member names and e-mail addresses (organizational memberships only).
- 3.0 New member contact information is added to the member electronic database, maintained by the Finance Manager and Membership Coordinator, and each e-mail address is added to the master member list in NAPSA's electronic marketing software.
- 4.0 New members are sent a welcome packet via email which includes: a welcome letter, current annual conference information, NAPSA's Code of Ethics, a membership certificate, NAPSA's current accomplishments, committees' and Board of Directors' lists, and regional and state representatives' lists.

- 5.0 Members are sent a notice in advance of their membership renewal date notifying them of such with instructions on how to renew and requesting information about any changes to contact information and/or designated organizational members.
- 6.0 New or returning members who request an invoice and/or US Internal Revenue Service form W-9 (Request for Taxpayer Identification Number and Certification), will be provided such upon request.
- 7.0 Members that fail to renew their membership by the specified date of renewal will receive a second notice, again requesting payment of their dues and any change in contact information as well as changes to organizational members.
- 8.0 Members that fail to renew their membership after receiving the second notice will be considered lapsed members.

JOB DESCRIPTIONS

NAPSA BOARD OF DIRECTORS' ROLE AND RESPONSIBILITIES

NAPSA BOARD OF DIRECTORS' ROLES AND RESPONSIBILITIES

Operating Guidelines

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The Bylaws of the National Adult Protective Services Association (NAPSA) set forth the following overall responsibility of the organization's Board of Directors:

Article IV, Section 1. Powers.

There shall be a Board of Directors of NAPSA, which shall manage, supervise and control the business, property and affairs of NAPSA in accordance with the Certificate of Incorporation of NAPSA and these Bylaws. The Board of Directors shall be vested with the powers possessed by NAPSA itself, including the powers to determine the policies of NAPSA and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the membership and other fees of NAPSA, to establish the budget of NAPSA, to disburse the funds of NAPSA, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

In order to carry out these responsibilities, a member of the NAPSA Board of Directors shall work to carry out the mission of NAPSA, which, as stated in Article II of the Bylaws, is:

...to strengthen Adult Protective Services (APS) programs in order to improve the safety and independence of older persons and adults with disabilities who are victims of abuse, neglect, self-neglect, or financial exploitation.

To that end, each Board member has a responsibility to manage, supervise, and control the business of NAPSA by:

- Participating in board meetings and responding to board communications
- Reviewing board material
- Casting votes as needed and providing feedback as requested
- Providing support, guidance, and supervision to the executive director
- Ensuring effective planning
- Monitoring and strengthening programs and services
- Ensuring the legal and ethical integrity of the organization

Board members shall also financially support NAPSA by:

- Maintaining a current membership
- Contributing monetarily on an annual basis
- Working to ensure that NAPSA has adequate resources, and
- Protecting NAPSA's assets and providing proper financial oversight

Board members shall also enhance NAPSA's public standing by completing and signing a conflict of interest and confidentiality agreement annually.

Note: If a Board member is unable to comply with the responsibilities above, he/she shall advise the NAPSA President.

At-Large Board Members

The Executive Committee, Board, and/or President may recruit candidates with specific skillsets that would benefit and advance NAPSA's growth, development, and sustainability for At-Large Board positions.

At-large members of the NAPSA Board of Directors shall carry out the duties of a NAPSA board member as set forth in Policy 107; in addition, they shall also carry out specific responsibilities assigned to them by the Board, the Executive Committee and/or the President. Such responsibilities might include: filling in for a committee chairperson or Regional Representative who is temporarily unable to carry out his or her responsibilities; acting as a temporary committee chairperson or Regional Representative when a Board position is vacant; and assisting the officers or committee chairs with initiatives, including fundraising, membership work, policy advocacy, conference activities, strategic planning or training.

NOTE: See Appendix C – Basic Responsibilities of Nonprofit Boards for additional information regarding the responsibilities of a Board member of a Not-For-Profit organization.

NAPSA TREASURER ROLE AND RESPONSIBILITIES

NAPSA TREASURER ROLE AND RESPONSIBILITIES

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SCOPE: The NAPSA Treasurer is an officer on the NAPSA Board of Directors, is the financial liaison between NAPSA staff and the Board, and provides oversight of the financial affairs of NAPSA.

DUTIES: The NAPSA Treasurer performs or delegates to an authorized agent, the following activities:

- Attends NAPSA Board of Directors' and Executive Committee's meetings in-person, and/or via teleconference, and reports regarding the status of NAPSA's finances;
- Provides and explains as necessary and/or as requested by the Board, all pertinent financial information that the Board needs to perform its related responsibilities as cited in NAPSA's Bylaws;
- Reviews financial records to ensure that they are up-to-date, and that there is an audit trail for all transactions;
- Reviews financial reports and audits;
- Approves invoices, statements and vouchers after the Executive Director has approved and dated them;
- Receives and reviews monthly financial reports, bank statements and other financial material as necessary to ensure the integrity of NAPSA's financial transactions;
- Conducts, in consultation with the Executive Director, an annual review of all internal processes and reporting methods;
- May provide guidance and direction to the Executive Director for all non-conference-related purchases over \$1,000.00;
- Performs such other duties as may be assigned by the President or Board of Directors.

NAPSA REGIONAL REPRESENTATIVES ROLE AND RESPONSIBILITIES

NAPSA REGIONAL REPRESENTATIVES ROLE AND RESPONSIBILITIES

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I. **Purpose:**

To provide guidance, structure and direction for NAPSA Regional Representatives

II. **General Responsibilities:**

As described in NAPSA's Bylaws, Article VII, Section 3, the general responsibilities of the Regional Representatives include:

- Disseminating information to the states they represent,
- Obtaining input from the membership regarding activities of the Association,
- Making contacts within their regions with organizations and conference planners to promote increased awareness of issues which impact adults served by the Association's membership, and
- Promoting membership in the Association.

The Board of Directors may from time to time add such additional responsibilities for Regional Representatives, as the Board of Directors deems appropriate. Regional Representatives who serve on the Board of Directors may also be appointed and concurrently serve as chairpersons of committees.

Regional Representatives serve a term of two years. Successors are elected at NAPSA's annual meeting in the fall or when a vacancy occurs. Regional Representatives whose terms are up should make recommendations for their successors to the President and/or President-Elect at least three months prior to the annual meeting.

III. **NAPSA Regions:**

NAPSA has six regions:

- Northeast
- Southeast
- Central
- Mountain
- Southwest and
- West

Per the NAPSA by-laws, any region with ten or more states may have two Regional Representatives. These regions include the Northeast, the Southeast and the West.

IV. Responsibilities:

Information Sharing: The NAPSA Regional Representative is the liaison between NAPSA and the members. It is the responsibility of the Regional Representative to share NAPSA information with its designated states. As information is provided by the Chair of the Regional Representatives, Executive Director, NAPSA Board, Committee Chairs and others, the Regional Representative is expected to distribute the information to the members within the designated region.

NAPSA Staff will provide the Regional Representatives a list and e-mail addresses for NAPSA members within the designated region. Regional Representatives are asked to communicate any changes to the list to NAPSA Staff.

Administrative Meetings: Regional Representatives will participate in regular teleconference meetings led by the Chair of the Regional Representatives, with the frequency and duration to be determined on a yearly basis.

Regional Meetings: Regional Representatives should meet at least twice a year with the NAPSA members, especially the State Representatives, in their regions. It is up to the Regional Representative to set up the meetings, either by conference call or, if possible, an actual on-site meeting. Sometimes regional meetings are held at the NAPSA annual conference.

Regional Representatives should establish a meeting agenda with input from the members for the regional meetings. The Regional Representative should also include information on the agenda pertaining to NAPSA business, such as activities of the National APS Resource Center, the annual conference, federal legislation and training.

The Regional Representatives can contact NAPSA's Board President, the Chair of the Regional Reps. Committee, the Executive Director, or the Assistant Director to learn about current NAPSA business. Brief notes should be kept for each meeting and provided to the staff. The Executive Director or designee will maintain copies of all regional meetings. The Regional Representative is responsible for sharing the minutes with the Regional Members and the Regional Representatives Chair, who will share them with NAPSA Board Members.

Membership Drive: An ongoing activity of the Regional Representatives is to ensure that professionals within the designated regions who are interested in APS are aware of NAPSA and NAPSA benefits. Each year the Regional Representatives will receive information from NAPSA's Membership Chair or designee about how the Regional Representative can assist with NAPSA's membership drives, including distributing membership applications, recruitment letters, posters, etc. NAPSA's membership application is available on the NAPSA website. The Regional Representatives are encouraged to share membership information with current and potential members and to distribute membership applications at meetings, trainings and conferences.

Federal Legislation Initiatives: NAPSA members, led by the Policy Committee, advocate on behalf of APS and APS clients with regard to federal policies and legislation.

Regional Representatives will be asked to take action by recruiting regional members, colleagues, friends and family members to contact members of the U.S. House and Senate by telephone or through a letter writing or e-mail campaign. Instructions, talking points and the like will be provided to the Regional Representatives by the Policy Committee and/or the Executive Director as needed.

A Voice for Members: NAPSA needs to ensure that it is meeting the needs of members. Regional Representatives are encouraged to assist in this endeavor by soliciting and sharing ideas with the Board. To recognize outstanding states and/or members, Regional Representatives are encouraged to identify best practices in the states as well as outstanding APS workers and other professionals, and to submit the information for the NAPSA and/or NAPSRC Newsletter, and/or for posting on the NAPSA website.

Creativity: Regional Representatives are encouraged to be creative and perform activities outside of this guideline.

APPENDIX A - NAPSA BYLAWS

BYLAWS OF THE NATIONAL ADULT PROTECTIVE SERVICES ASSOCIATION

Approved by NAPSA members on September 1, 2013

ARTICLE I: **OFFICES AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the National Adult Protective Services Association (NAPSA) may be located at such place as designated by the Board of Directors.

Section 2. Registered Office and Agent. NAPSA shall have and continuously maintain in service a registered agent in the State of Colorado at such place as be designated by the Board of Directors.

Section 3. Other Offices. NAPSA may have such other office or offices, at such other places as the Board of Directors may determine, or as the affairs of NAPSA may require.

ARTICLE II: **PURPOSES**

The general purposes for which NAPSA is formed are as set forth in NAPSA's Certificate of Incorporation.

The mission of NAPSA is to strengthen Adult Protective Services (APS) programs in order to improve the safety and independence of older persons and adults with disabilities who are victims of abuse, neglect, self-neglect, or financial exploitation.

Through collaboration with local, state, and federal partners, NAPSA:

- a. Delivers training and technical assistance to adult protective services professionals and programs, victim service organizations, counselors, attorneys, criminal justice agencies, and allied professionals;
- b. Fosters research and innovative thinking about the impact of abuse, neglect, self-neglect, or financial exploitation of older persons and adults with disabilities and the ways in which APS can help them regain control of their lives;
- c. Advocates for public policies to secure rights and protections for older persons and adults with disabilities who are victims of abuse, neglect, self-neglect, or financial exploitation and to improve services to them; and
- d. Provides opportunities for APS professionals to network and learn from each other how to better serve vulnerable adult victims.

NAPSA is organized and shall be operated exclusively for charitable and educational purposes within the meaning of sections 170(c) (2) (B), 501(c) (3), 2055(a) (2), and 2522(a) (2) of the Internal Revenue Code. No part of the net earnings of NAPSA shall inure to the benefit of, or be distributable to, its directors, officers, other private individuals, or organizations organized and operating for profit (except that NAPSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated above). No *substantial* part of the activities of NAPSA shall be attempting to influence legislation, and NAPSA shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. NAPSA shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions herein, NAPSA shall not carry on any activities not permitted to be carried on by an organization:

- a. Exempt from federal income tax under section 501(a) of the Internal Revenue Code, as an organization described in section 501(c) (3) of such code; and/or
- b. Contributions to which are deductible under sections 170 (c) (2), or 2522(a) (2) of the Internal Revenue Code.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility. The following persons and entities are eligible for membership in NAPSA:

- a. Individual Members:
 - i. Professionals working in or on behalf of APS; and
 - ii. Any person or agency with an interest in Adult Protective Services and/or older persons and adults with disabilities who are victims of abuse, neglect, self-neglect, or financial exploitation.
- b. Organizational Members: APS agencies and institutions may register one or more persons in their membership, in accordance with the membership policies established by the Board of Directors.

Section 2. Dues. Members shall pay annual dues as established by the Board of Directors.

Section 3. Term. The term of membership of any member shall be for a one-year period. Notwithstanding the foregoing, any member may resign at any time by mailing, e-mailing, or delivering written notice to the Secretary of NAPSA (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), and any member may be removed at any time, with cause, by majority vote of the Board. In addition, membership shall automatically terminate upon the non-payment of annual dues.

Section 4. Right to Have Issues Addressed.

- a. A member may bring an issue of concern relating to the organization to the Executive Committee. The issue and any suggested or requested resolution shall be submitted in writing to both the Secretary and the President.
- b. The Secretary shall acknowledge receipt of the information, and shall forward the submission to the Committee within two business days. In the event the Secretary is unavailable, the President will forward the information to the Committee within two business days.
- c. The Executive Committee shall take the issue under consideration and shall reply to the member to communicate its decisions regarding the issue within 20 business days from the date of receipt. The Executive Committee may ask the full Board to consider the issue and its resolution and shall communicate the issue and any resulting decision to the full Board as well as to the member.
- d. If the member is not satisfied with the response of the Executive Committee or Board, the member may present the issue and any proposed resolution to the NAPSA membership. NAPSA staff will assist in dissemination of the information. Members will be given 20 business days to respond with their recommended course of action for NAPSA. The members' responses will be tallied.
- e. The Board of Directors will consider the members' responses and decide on the final course of action for the organization within 20 business days following the deadline for member responses. The decision will be communicated to all members within ten business days.

Section 5. Annual Meeting. A meeting of the members shall be held annually for the transaction of such business as may properly come before the members.

Section 6. Special Meetings. The President or a majority of the Board of Directors may call special meetings of the members at any time.

Section 7. Place and Time of Meetings. Meetings of members may be held at such place and at such hour as may be fixed in the notice of the meeting.

Section 8. Notice of Annual and Special Meetings. Written or e-mail notice of each meeting of the members shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, shall state the purpose or purposes for which the meeting is called. The written or e-mail notice of any meeting shall be given not fewer than ten days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, postage prepaid, directed to the member at his or her address as it appears on the records of NAPSA; if e-mailed, notice is given when sent electronically to the e-mail address of the member as it appears on the records of NAPSA.

Section 9. Waivers of Notice. Whenever notice is required to be given by law, the Certificate of Incorporation or these Bylaws, a written waiver signed by the member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum. A quorum is defined as the members of NAPSA present or represented by proxy at the annual meeting of members.

Section 11. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person to act as his or her proxy. Proxies shall be registered in writing with the Secretary prior to any vote and shall expire at adjournment of the meeting. Every member may authorize another person to act as his or her proxy.

Section 12. Vote. Each member is entitled to one vote on matters the Board of Directors presents for decision. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by the affirmative vote of the majority of the members present in person or represented by proxy at the meeting, or responding to an electronic communication from the President of the Board, and entitled to vote.

Section 13. Presiding Officer and Secretary. At any annual meeting or special meeting of the members, if neither the President nor a person designated by the Board of Directors to preside at the meeting is present, the members present shall appoint a presiding officer for the meeting. If the Secretary also is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

ARTICLE IV: *BOARD OF DIRECTORS*

Section 1. Powers. There shall be a Board of Directors of NAPSA, which shall manage, supervise and control the business, property and affairs of NAPSA in accordance with the Certificate of Incorporation of NAPSA and these Bylaws. The Board of Directors shall be vested with the powers possessed by NAPSA itself, including the powers to determine the policies of NAPSA and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the membership and other fees of NAPSA, to establish the budget of NAPSA, to disburse the funds of NAPSA, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. Number and Qualifications. The Board of Directors of NAPSA shall be composed of the following individuals: (i) the officers of NAPSA, (ii) one chairperson from each of the standing committees, and (iii) up to ten at-large members as the board may designate. The number of directors may be increased or decreased by action of the Board of Directors. Members of the Board of Directors must be current members of NAPSA.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the members of NAPSA at the annual meeting of NAPSA, or in the alternative, through an electronic communication distributed to all members. Each member of the Board of Directors of NAPSA shall serve for a term of two years, and may be re-elected to subsequent two-year terms, except the President-Elect, President, and Past President, who shall not be eligible for re-election to those offices immediately following their terms.

Section 4. Responsibilities. All members of the Board of Directors shall:

- a. Manage, supervise, and control the business of NAPSA by:
 - i. Participating in board meetings and responding to board communications;
 - ii. Reviewing board materials;
 - iii. Casting votes as needed and providing feedback as requested;
 - iv. Providing support, guidance, and supervision to the executive director;
 - v. Ensuring effective planning;
 - vi. Monitoring and strengthening programs and services; and
 - vii. Ensuring the legal and ethical integrity of the organization.
- b. Financially support NAPSA by:
 - i. Maintaining a current membership;
 - ii. Contributing monetarily on an annual basis;
 - iii. Working to ensure that NAPSA has adequate resources; and
 - iv. Protecting NAPSA's assets and providing proper financial oversight.
- c. Enhance NAPSA's public standing by completing and signing a conflict of interest and confidentiality agreement annually.

Section 5. Resignation. Any Board of Directors' member may resign at any time by giving written notice to the President of NAPSA. Such resignation shall take effect upon acceptance.

Section 6. Removal. Any Board of Directors' member may be removed from such office by a two-thirds vote of the remaining Board of Directors' members at any regular or special meeting of the Board of Directors at which a quorum is present for: (1) violation of these Bylaws; (2) engaging in any other conduct prejudicial to the best interests of NAPSA; or (3) failure to carry out the duties of a board member. Written notice of the reasons for removal shall be given to any Board of Directors' member so removed. Prior to removal, such member shall have the opportunity to respond to the allegations for removal. In removing any Board of Directors' member, the Board of Directors shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of NAPSA.

Section 7. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. Each successor shall hold office for the unexpired term or until he or she resigns, is removed or can no longer serve. The Board of Directors shall have and may exercise all its powers, notwithstanding the existence of one or more vacancies.

Section 8. Regular Meetings. A regular annual meeting of the Board of Directors of NAPSA shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the Board. The Board of Directors may, by resolution, provide for the holding of additional regular meetings. If a regular annual meeting is not held as herein provided, a special meeting may be held in place thereof with the same force and effect as the regular annual meeting, and in such case, all references in these Bylaws, except in this section, to regular annual meetings shall be deemed to refer to such special meetings.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President of NAPSA or by a majority of the Board of Directors' members then in office, to be held at such time, day and place designated in the notice of the meeting.

Section 10. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten (10) days previous thereto by notice sent by mail, telephone, or e-mail to each board member at his or her address as it appears on the records of NAPSA. If mailed, such notice is given when deposited in the United States mail, postage prepaid. If e-mailed, notice is given when sent electronically. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any Board of Directors' member may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 11. Quorum. One third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present.

Section 12. Manner of Acting. Except as otherwise expressly required by law, the Certificate of Incorporation of NAPSA, or these Bylaws, the affirmative vote of a majority of the Board of Directors' members present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 13. Consent. Action taken by the Board of Directors without a meeting is nevertheless a Board of Directors' action if consent to the action in question is agreed to by a majority of the Board of Directors' members and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken. Agreement may be indicated through electronic or written communications. Such consent shall be treated for all purposes as a vote at a meeting.

Section 14. Telephone Meeting. Any one or more Board of Directors' member may participate in a meeting of the Board of Directors by means of a conference telephone call, web-meeting or similar method of communication, which allows all persons participating in the meeting to communicate with each other. Such participation in a meeting shall be deemed presence in person at such meeting.

Section 15. Compensation. No Board of Directors' member shall receive any compensation for services rendered in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of the Board of Directors' member, to the extent provided by such resolution.

ARTICLE V: OFFICERS

Section 1. Officers. The officers of NAPSA shall consist of a President, a President-Elect, a Secretary, a Treasurer, and a Past President. NAPSA may also have such other officers and assistant officers as the Board of Directors may deem necessary, such officers to have the authority to perform the duties prescribed by the Board of Directors. One person may hold more than one office, except the President and Secretary may not be the same person.

Section 2. Election of Officers. The officers of NAPSA shall be elected by the members of NAPSA at the annual meeting of NAPSA, or through an electronic communication distributed to all members.

Section 3. Term of Office. The officers of NAPSA shall be installed at the annual meeting, or after a vote by electronic means, at which time they are elected and shall hold office for two years.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President of NAPSA. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the President.

Section 5. Removal. Any officer may be removed by the Board of Directors in accordance with Article IV, Section 6.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall be the Chief Executive Officer of NAPSA, and, subject to the overall guidance and supervision of the Board of Directors, shall actively direct and oversee the business and affairs of NAPSA. He or she may sign, with the Secretary or any other proper officer of NAPSA authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of NAPSA; and in general, he or she shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the Board, except as the Board otherwise determines.

Section 8. President-Elect. In the absence of the President or in the event of his or her inability to act, the President-Elect shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall serve as the Regional Representatives' Board of Directors' liaison and shall convene and chair any meetings of the Regional Representatives. The President-Elect shall perform such other duties and have such other powers as the Board of Directors or the President may prescribe, subject to the powers and the supervision of the Board of Directors.

Section 9. Secretary. The Secretary shall ensure, either directly or by delegation to an agent per Article IV Sec. 1, that the minutes of the meetings of the Board of Directors are taken and maintained in a manner that is accessible to the Board and to the membership of NAPSA; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the person responsible for the corporate records; and in general, perform all duties incident to the office of Secretary and such other projects or duties as may be assigned by the President or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of NAPSA; shall either directly or by delegation to an agent per Article IV Sec. 1, receive and give receipts for moneys due and payable to NAPSA from any source whatsoever, and deposit all such moneys in the name of NAPSA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President or by the Board of Directors.

Section 11. Past President. The immediate Past President shall continue to serve on the Board of Directors for two years after leaving office as President. During this two-year period, the Past President shall have full voting privileges, shall perform such duties as the President may assign, and shall chair the nominating committee and the operations committee.

Section 12. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of NAPSA shall furnish, at the expense of NAPSA, a fidelity bond, approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

ARTICLE VI: COMMITTEES

Section 1. Committees of Board of Directors. The Board of Directors shall designate an Executive Committee to be composed of the Officers, and to be chaired by the President, which shall be authorized to make decisions and to act on behalf of the Board of Directors between meetings of the full board. The Board of Directors, by resolution adopted by a majority of the members in office, may also designate and appoint one or more standing committees to carry out one or more activities on behalf of NAPSA; provided, however, that no committee, including the Executive Committee, shall have the authority of the Board of Directors in reference to electing, appointing or removing any Board of

Directors' member or officer of NAPSA; amending the Certificate of Incorporation of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of NAPSA; authorizing the voluntary dissolution of NAPSA or revoking proceedings therefore; adopting a plan for the distribution of the assets of NAPSA; or amending a resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any individual Board of Directors' member, of any responsibility imposed upon the Board of Directors or the Board of Directors' member by law.

Section 2. Standing Committees. The Board of Directors may create standing committees as it deems appropriate, such committees to have the power and duties designated by the Board of Directors; provided that no such committee which has members who are not Board of Directors' members shall have and exercise the authority of the Board of Directors in the management of NAPSA. The Board shall select a Chairperson of each standing NAPSA Committee to stand for election according to the process described in Article IV, Section 3, Election and Term of Office. The Chairperson of each standing committee shall be a member of the Board of Directors and may select members for his/her committee. The Chairperson shall also directly, or by delegation, ensure that minutes of all standing committee meetings are kept, maintained and made accessible to the Board of Directors and to committee members.

Section 3. Vacancies. Vacancies in the membership of committees may be filled in the same manner as provided in the case of the original position's election or selection.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws, NAPSA's Strategic Plan, or with policies and rules adopted by the Board of Directors.

ARTICLE VII: *REGIONAL REPRESENTATIVES*

Section 1. Regions. The Board of Directors shall divide the United States, including its territories and protectorates, into as many national Regions as the Board of Directors deems appropriate.

Section 2. Election of Regional Representatives. A Nominating Committee chaired by the Past President, using such criteria and comprised of such individuals as the Board of Directors may designate, shall nominate individuals to serve as Regional Representatives. There shall be one representative in each of NAPSA's regions, although the Board of Directors may designate two co-representatives in a region. Nominated individuals shall be elected as Regional Representatives by a majority vote of NAPSA members present or represented by proxy at the annual meeting, or in the alternative, through an electronic communication distributed to all members, and shall serve for a term of two years and may be reelected for additional terms.

Section 3. Responsibilities of Representatives. The general responsibilities of the Regional Representatives include disseminating information to the states they represent; obtaining input from the membership regarding activities of NAPSA; making contacts within their regions with organizations and conference planners to promote increased awareness of issues which impact adults served by NAPSA's membership; and promoting membership in NAPSA. The Board of Directors may add such additional responsibilities for Regional Representatives as it deems appropriate. Regional Representatives may also, if appointed, concurrently serve as chairpersons of committees.

ARTICLE VIII: *CONTRACTS, CHECKS, DEPOSITS AND FUNDS*

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of NAPSA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAPSA, and such authority may be general or confined to specific instances.

Section 2. Financial Instruments. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of NAPSA, shall be approved by such officer or officers, agent or agents of NAPSA, and in such a manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the Treasurer and the Executive Director of NAPSA shall approve such instruments.

Section 3. Deposits. All funds of NAPSA shall be deposited to the credit of NAPSA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept any contribution, gift, bequest, or device for the general purposes or for any special purpose of NAPSA.

ARTICLE IX: MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of NAPSA shall commence on January 1 and terminate on December 31.

Section 2. Notice. Whenever, under the provisions of these Bylaws, the Certificate of Incorporation of NAPSA or statute, notice is required to be given to a Board of Directors' member, committee member, or officer, such notice shall be given in writing, by first-class, certified, registered or electronic mail, or by express delivery service, the postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of NAPSA. Such notice shall be deemed to have been given when deposited in the United States mail, sent through e-mail or delivered to the express delivery service. Notice may also be given by telephone or in person, and will be deemed given when received.

Section 3. Books and Records. NAPSA shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

Section 4. Amendments. Bylaws are subject to change by:

- a. A majority vote of the members present and voting at the annual meeting on a recommendation approved by a majority of the Board of Directors; or
- b. A mail or e-mail ballot mailed to the members at least ten (10) days prior to the date by which it must be received by the Secretary for counting purposes, provided:
 - i. That the ballot will have been approved by a majority of the Board of Directors prior to submission to the members;
 - ii. That the ballot will be accompanied by a statement of the reason for the proposed change and a statement of impact; and
 - iii. That at least a majority of the returned ballots cast a vote in the affirmative.

ARTICLE X: INDEMNIFICATION

NAPSA may indemnify any Board of Directors' member, officer, employee or agent, any former Board of Directors' member, officer, employee or agent, any person who may have served at its request as a Board of Directors' member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by

him or her in connection with any threatened, pending or completed action, or proceeding (whether civil, criminal, administrative, or investigative) to which he or she may be or is made a party by reason of being or having been such Board of Directors' member, officer, employee or agent, if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of NAPSA. However, there shall be no indemnification if that person is deemed liable, unless the court of jurisdiction finds that he or she is fairly and reasonably entitled to indemnity for expenses which the court deems proper.

NAPSA may pay expenses (including attorneys' fees) incurred by an officer or Board of Directors' member in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or Board of Directors' member, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by NAPSA under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification and advancement of expense provided by this Article shall not be deemed exclusive of any other rights to which such Board of Directors' member, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the disinterested members or Board of Directors' members or otherwise, and shall not restrict the power of NAPSA to make any indemnification permitted by law.

The indemnification and advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue for a person who has ceased to be a Board of Directors' member, officer, employee or agent, and shall inure to the benefits of the heirs, executors and administrators of such a person.

The Board of Directors may authorize the purchase of insurance on behalf of any person who is or was a Board of Directors' member, officer, employee or agent of NAPSA, or who is or was serving at the request of NAPSA as a Board of Directors' member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a Board of Directors' member, officer, employee, or agent, whether or not NAPSA would have the power to indemnify such person against that liability under law. In no case, however, shall NAPSA indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended. Further, if at any time NAPSA is deemed to be a private foundation within the meaning of 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 4941(d) or 4945(d), respectively, of the Code. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XI: DISSOLUTION

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of NAPSA, distribute all the assets of NAPSA to an organization or organizations organized and operated exclusively for charitable or educational purposes and qualified as an exempt organization under Section 501(c) (3) of the Code as the Board of Directors shall determine.

ARTICLE XII: INTERNAL REVENUE CODE

References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted, or to corresponding provisions of any future United States Internal Revenue law.

APPENDIX B - INTERNAL REVENUE SERVICE (IRS) TAX STATUS LETTER

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: AUG 08 2002

Employer Identification Number:
30-0044497

DLN:

17053053050042

NATIONAL ADULT PROTECTIVE SERVICES
FOUNDATION
C/O JOANNA MARLATT OTTO
960 LINCOLN PL
BOULDER, CO 80302

Contact Person:
MARIANA M ROBINS ID# 95122
Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
December 31

Form 990 Required:
Yes

Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section 509(a)(3).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, if you are involved in an excess benefit transaction, that transaction might be subject to the excise taxes of section 4958. Additionally, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please contact your key district office.

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(3) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware

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of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(3) organization.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of Code sections 2055, 2106, and 2522.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so be sure your return is complete before you file it.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

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APPENDIX C – BASIC RESPONSIBILITIES OF NONPROFIT BOARDS

What are the basic responsibilities of nonprofit boards?

By: BoardSource <http://www.boardsource.org/Knowledge.asp?ID=3.368>

Ten Basic Responsibilities of Nonprofit Boards

- 1) **Determine mission and purpose.** It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- 2) **Select the chief executive.** Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
- 3) **Support and evaluate the chief executive.** The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
- 4) **Ensure effective planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- 5) **Monitor, and strengthen programs and services.** The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
- 6) **Ensure adequate financial resources.** One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
- 7) **Protect assets and provide proper financial oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
- 8) **Build a competent board.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- 9) **Ensure legal and ethical integrity.** The board is ultimately responsible for adherence to legal standards and ethical norms.
- 10) **Enhance the organization's public standing.** The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

References

Richard T. Ingram, [*Ten Basic Responsibilities of Nonprofit Boards, Second Edition*](#) (BoardSource 2009).